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UNITED STATES DISTRICT COURT
DISTRICT OF NEVADA

HPEV, INC., a Nevada corporation,

Plaintiff,

vs.

SPIRIT BEAR LIMITED, a Delaware
corporation,

Defendant.

SPIRIT BEAR LIMITED, a Delaware
corporation, on behalf of HPEV, INC., a
Nevada corporation,

Third-Party Plaintiff,

vs.

TIMOTHY J. HASSETT, QUENTIN D.
PONDER, JUDSON W. BIBB III,
THEODORE H. BANZHAF, AND MARK
M. HODOWANEC,

Third-Party Defendants,

and

HPEV, INC., a Nevada corporation,

Nominal Counterdefendant.

Docket No. 2:13-cv-01548-JAD-GWF

**STIPULATION AND ~~PROPOSED~~
ORDER TO STAY ALL DEADLINES
IN THE SCHEDULING ORDER DUE
TO A PENDING SETTLEMENT**

1 SPIRIT BEAR LIMITED, a Delaware)
 corporation,)
 2)
 Counterclaimant,)
 3)
 vs.)
 4)
 HPEV, INC., a Nevada corporation,)
 5)
 Counterdefendant.)
 6)

7 Plaintiff/Counterdefendant HPEV, Inc. and Third-Party Defendants Timothy J. Hassett,
 8 Quentin D. Ponder, Judson W. Bibb III, and Theodore H. Banzhaf, (collectively, “HPEV”), as well
 9 as Defendant/Third-Party Plaintiff/Counterclaimant Spirit Bear Limited (“Spirit Bear”), by and
 10 through their counsel of record, submit this Stipulation to stay all current deadlines in the Scheduling
 11 Order (Dkt. # 156) due to a pending settlement between all parties.

- 12 1. On January 28, 2015, HPEV and Spirit Bear executed a Settlement and Release Agreement,
 13 which is intended to resolve any and all claims between HPEV (including Hassett, Ponder,
 14 Bibb, and Banzhaf) and Spirit Bear.
- 15 2. Pursuant to the terms of Settlement and Release Agreement, HPEV and Spirit Bear intend
 16 to dismiss, with prejudice, the non-shareholder derivative claims in approximately 50 days.
- 17 3. Pursuant to the terms of the Settlement and Release Agreement, the parties intend to move
 18 the Court, pursuant to Federal Rule of Civil Procedure 23.1(c), for approval of the
 19 settlement of the shareholder derivative claims. Upon the Court’s approval, HPEV and
 20 Spirit Bear will dismiss, with prejudice, the shareholder derivative claims.
- 21 4. Pursuant to Section 2.4 of the Settlement and Release Agreement, HPEV and Spirit Bear
 22 agreed that “as of the Effective Date [January 28, 2015], to the fullest extent of their ability,
 23 any and all discovery or other deadlines in or associated with the Lawsuits are and shall be
 24 treated as stayed or held in abeyance until such time as the Lawsuits are dismissed, all
 25 discovery (including third-party discovery) is and shall be withdrawn, and that they shall

1 make any such court filings as are appropriate in furtherance of effecting a complete
2 standstill of all litigation related to the Lawsuits.”

3 5. The current deadlines in the Scheduling Order are as follows:

- 4 ➤ Initial Expert Disclosures – February 20, 2015.
- 5 ➤ Interim Status Report – February 20, 2015.
- 6 ➤ Rebuttal Expert Disclosures – March 20, 2015.
- 7 ➤ Discovery Deadline – April 20, 2015.
- 8 ➤ Dispositive Motions – May 20, 2015.
- 9 ➤ Pre-Trial Order – June 19, 2015.

10 6. In compliance with Section 2.4 of the Settlement and Release Agreement, HPEV and Spirit
11 Bear stipulate and agree to stay the above-referenced deadlines in order to provide them
12 with sufficient time to effectuate the Settlement and Release Agreement.

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7. In the unlikely event that HPEV and Spirit Bear are unable to effectuate the Settlement and Release Agreement, they will jointly seek the entry of a new scheduling order.

DATED: January 30, 2015

GORDON SILVER

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ORDER

IT IS SO ORDERED.

DATED: February 3, 2015


UNITED STATES MAGISTRATE JUDGE

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